

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>TANG KEVIN C</u> (Last) (First) (Middle) 4747 EXECUTIVE DRIVE SUITE 510 (Street) SAN DIEGO CA 92121 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>HERON THERAPEUTICS, INC. /DE/ [HRTX]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 09/12/2018 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/12/2018 | | S ⁽¹⁾ | | 2,695,000 | D | \$35.75 | 5,830,215 | I ⁽²⁾ | By LP ⁽²⁾ |
| Common Stock | | | | | | | | 14,347 | I ⁽³⁾ | As Trustee ⁽³⁾ |
| Common Stock | | | | | | | | 6,941 | D ⁽⁴⁾ | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | | | | | |

1. Name and Address of Reporting Person*
TANG KEVIN C
 (Last) (First) (Middle)
 4747 EXECUTIVE DRIVE
 SUITE 510
 (Street)
 SAN DIEGO CA 92121
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TANG CAPITAL MANAGEMENT LLC
 (Last) (First) (Middle)
 4747 EXECUTIVE DRIVE, SUITE 510
 (Street)
 SAN DIEGO CA 92121
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TANG CAPITAL PARTNERS LP

(Last) (First) (Middle)

4747 EXECUTIVE DRIVE, SUITE 510

(Street)

SAN DIEGO CA 92121

(City)

(State)

(Zip)

Explanation of Responses:

1. The Reporting Person's sale of common stock reported herein may be deemed to be matchable under Section 16(b) of the Securities Exchange Act of 1934, as amended, to the extent of 192,308 shares of common stock purchased by the Reporting Person on March 29, 2018. The Reporting Person has sent to the Issuer the full amount of the disgorgeable profit arising from the sale reported herein.
2. The securities are held by Tang Capital Partners, LP. Kevin C. Tang is the sole manager of Tang Capital Management, LLC, which is the general partner of Tang Capital Partners, LP.
3. The securities are held by Kevin C. Tang as custodian for his minor children, as Trustee of the Kevin C. Tang Family Trust, and as Trustee of the Tang Advisors, LLC Profit Sharing Plan.
4. 2,147 of these securities are held by Kevin C. Tang's IRA.

Remarks:

[/s/ Kevin C. Tang](#) [09/12/2018](#)

[/s/ Kevin C. Tang, Managing Member](#) [09/12/2018](#)

[/s/ Kevin C. Tang, as Managing Member of Tang Capital Management, LLC, General Partner](#) [09/12/2018](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.